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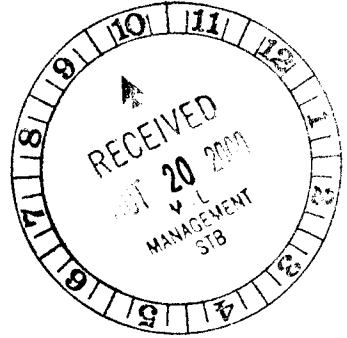
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RECORDATION NO. 2501 FILED

October 19, 2000

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5-04 PM



Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 25, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY
d/b/a PHOENIX CEMENT COMPANY
8800 E. Chaparral Road, Suite 155, Scottsdale, AZ 85250-2618

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY covering (15) 3230 c.f. p.d. covered hopper cars with reporting marks and numbers – CEFX 95050-95063, CEFX 95067.

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

MEMORANDUM OF RAILCAR LEASE

RECORDATION NO. 22965

FILED

5-04 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd ~~Oct~~ ^{Sept} day of 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York 10036 (the "Lessor"), and SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a/ PHOENIX CEMENT COMPANY, a sovereign nation, with an address at 8800 E. Chaparral Road, Suite 155, Scottsdale, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 2000 as recordation number 22965.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Markowski
Name: Joseph L. Markowski
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a/ PHOENIX CEMENT COMPANY

By: Dale Diulus
Name: Dale Diulus
Title: Vice President, Fly Ash Products

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
15	3230 c.f., p.d. covered hopper cars	CEFX 95050
		CEFX 95051
		CEFX 95052
		CEFX 95053
		CEFX 95054
		CEFX 95055
		CEFX 95056
		CEFX 95057
		CEFX 95058
		CEFX 95059
		CEFX 95060
		CEFX 95061
		CEFX 95062
		CEFX 95063
		CEFX 95067